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Trey Grayson  
Secretary of State  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**PRAIRIE VILLAGE BASEBALL - SOFTBALL INCORPORATED**

Pursuant to the provisions of KRS 273.273, Prairie Village Baseball-Softball Incorporated ("Corporation") hereby amends and restates its Articles of Incorporation which amendment and restatement has been duly adopted as required by law. This amendment and restatement supercedes the original Articles of Incorporation which were filed in the Office of the Secretary of State of Kentucky on April 4, 2002. Accordingly, as amended, the Articles of Incorporation of the Corporation shall now read as follows:

ARTICLE I. **Name.** The Corporation's name shall be Prairie Village Baseball - Softball Incorporated.

ARTICLE II. **Duration.** The Corporation's duration shall be perpetual.

ARTICLE III. **Purposes.** The Corporation's purposes shall be to:

(a) operate a community baseball and softball league in southwestern Jefferson County, Kentucky for boys and girls (aged 4 - 12), including children with physical or mental handicaps and children who may live in a part of Louisville that has few, if any, baseball and/or softball facilities or opportunities;

(b) provide and maintain facilities, equipment, coaches and concession workers, with the assistance of parents and community leaders for the operation of the baseball and softball league;

(c) build membership and awareness of the Corporation's purposes and develop financial resources for supporting the Corporation's purposes through contributions and fund-raising;

(d) accept local, state and federal funds and grants and donations of real and personal property and money to further the Corporation's purposes; and

(e) Exercise all powers possessed by corporations formed under Kentucky Revised Statutes Chapter 273 relating to non-stock, non-profit corporations (or under any successor codification of the laws governing Kentucky nonprofit corporations) which are not inconsistent with the Corporation's purposes and its qualification under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

ARTICLE IV. **Internal Affairs.** In addition to such other provisions as may be described in the Corporation's Bylaws, the following provisions shall regulate the internal affairs of the Corporation:

(a) The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

(b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempt to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

(d) The property of the Corporation is irrevocably dedicated to Section 501(c)(3) of the Internal Revenue Code of 1986's exempt purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer, or member hereof or to the benefit of any private person.

(e) Upon the dissolution and winding up of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, association, or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.

ARTICLE V. **Limitation of Liability.** No person who is serving or has served as a member of the Board of Directors or as an officer of the Corporation, shall have any personal liability to the Corporation for monetary damages for breach of his/her duties as a director or officer; provided that this provision shall not eliminate or limit the liability of a director or officer:

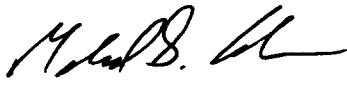
(a) for any transaction in which his/her personal financial interest is in conflict with the financial interests of the Corporation;

(b) for acts or omissions not in good faith or which involve intentional misconduct or are known to him/her to be a violation of law; or

(c) for any transaction from which he/she derived an improper personal benefit.

IN TESTIMONY WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed on its behalf by the undersigned duly authorized officer, as of the 8th day of May, 2004.

**PRAIRIE VILLAGE BASEBALL - SOFTBALL,  
INCORPORATED**

By:   
Michael S. Carden, President

Prepared by:

  
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